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SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

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January 3, 2012

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 F Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Assumption Agreement, a primary document, dated as of December 19, 2011. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Assignment and Assumption Agreement are:

Assignor:

Natixis Real Estate Holdings LLC
successor by merger to Natixis Real Estate Capital Inc.
9 West 57th Street, 36th Floor
New York, NY 10019

Assignee:

RBS Asset Finance, Inc.
480 Jefferson Blvd
Warwick, RI 02886

A description of the equipment covered by the Memorandum of Assignment and Assumption Agreement consists of 11 pieces of maintenance of way equipment including 1 Mi-Jack MJ1200R 2006 Crane, S/N 1631, BNSF No. M0613; 1 Taylor RTGP9040I 2006 Crane, S/N 32596, BNSF No. T0610; 1 Mi-Jack MJ1200R 2006 Crane, S/N 1633, BNSF No. M0619; 1 Taylor RTGP9040I 2006 Crane, S/N 32599, BNSF No. T0617; 1 Taylor RTGP9040I 2006 Crane, S/N 32598, BNSF No. T0616; 1 Mi-Jack MJ1200R 2006 Crane, S/N MJ-1720, BNSF No. M0620; 1 Mi-Jack MJ1200R 2006 Crane, S/N MJ-1724, BNSF No. M0624; 1 Mi-Jack MJ1200R 2006 Crane, S/N MJ-1723, BNSF No. M0623; 1 Taylor RTGP9040I Crane, S/N 34501, BNSF No. T0701; 1 Taylor THDCP-

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974 2007 Crane, S/N 34502, BNSF No. T0702; and 1 Mi-Jack MJ1200R 2007 Crane,
S/N MJ-1637, BNSF No. M0701

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Assumption Agreement between Natixis Real Estate Holdings LLC successor by merger to Natixis Real Estate Capital Inc., 9 West 57th Street, 36th Floor, New York, NY 10019, and RBS Asset Finance, Inc., 480 Jefferson Blvd, Warwick, RI 02886, covering 11 pieces of maintenance of way equipment including 1 Mi-Jack MJ1200R 2006 Crane, S/N 1631, BNSF No. M0613; 1 Taylor RTGP9040I 2006 Crane, S/N 32596, BNSF No. T0610; 1 Mi-Jack MJ1200R 2006 Crane, S/N 1633, BNSF No. M0619; 1 Taylor RTGP9040I 2006 Crane, S/N 32599, BNSF No. T0617; 1 Taylor RTGP9040I 2006 Crane, S/N 32598, BNSF No. T0616; 1 Mi-Jack MJ1200R 2006 Crane, S/N MJ-1720, BNSF No. M0620; 1 Mi-Jack MJ1200R 2006 Crane, S/N MJ-1724, BNSF No. M0624; 1 Mi-Jack MJ1200R 2006 Crane, S/N MJ-1723, BNSF No. M0623; 1 Taylor RTGP9040I Crane, S/N 34501, BNSF No. T0701; 1 Taylor THDCP-974 2007 Crane, S/N 34502, BNSF No. T0702; and 1 Mi-Jack MJ1200R 2007 Crane, S/N MJ-1637, BNSF No. M0701.

Very Truly Yours,

Louis E. Gitomer

Enclosure

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This Memorandum of Assignment and Assumption Agreement is dated as of December 27, 2011 (the "Memorandum") between Natixis Real Estate Holdings LLC ("Natixis") (successor by merger to Natixis Real Estate Capital Inc. ("NREC")), as assignor and RBS Asset Finance, Inc. ("RBS"), as assignee.

RBS, as lessor, and BNSF Railway Company ("BNSF"), as lessee, entered a Assignment and Assumption Agreement No. 99, dated as of July 27, 2006 (the "Lease") for Equipment Schedules Nos. 019, 020, 021, 022, 023, 025, 028, 029, 031, 032, and 033 for 11 pieces of maintenance of way equipment including 1 Mi-Jack MJ1200R 2006 Crane, S/N 1631, BNSF No. M0613; 1 Taylor RTGP9040I 2006 Crane, S/N 32596, BNSF No. T0610; 1 Mi-Jack MJ1200R 2006 Crane, S/N 1633, BNSF No. M0619; 1 Taylor RTGP9040I 2006 Crane, S/N 32599, BNSF No. T0617; 1 Taylor RTGP9040I 2006 Crane, S/N 32598, BNSF No. T0616; 1 Mi-Jack MJ1200R 2006 Crane, S/N MJ-1720, BNSF No. M0620; 1 Mi-Jack MJ1200R 2006 Crane, S/N MJ-1724, BNSF No. M0624; 1 Mi-Jack MJ1200R 2006 Crane, S/N MJ-1723, BNSF No. M0623; 1 Taylor RTGP9040I Crane, S/N 34501, BNSF No. T0701; 1 Taylor THDCP-974 2007 Crane, S/N 34502, BNSF No. T0702; and 1 Mi-Jack MJ1200R 2007 Crane, S/N MJ-1637, BNSF No. M0701 (the "Equipment").

RBS, as assignor, and NREC, as assignee entered a Specification of Assigned Interest dated as of June 20, 2008, for the Equipment.

NOW, THEREFORE, Natixis and RBS have entered this Memorandum to evidence for the record, as follows:

1. Natixis assigns, transfers and sets over to RBS all of Natixis' right, title, interest, powers and privileges under the Lease.
3. RBS accepts the assignment and agrees to assume, do, undertake and perform all obligations, duties, liabilities and undertakings of Natixis under the Lease, accruing from and after the date hereof.
4. This Memorandum may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum to be executed by its duly authorized officer as of the date first written above.

Natixis Real Estate Holdings LLC
as Assignor


By: [Signature]
Name: Joseph F. Falcone III
Title: Managing Director, Senior Legal Structurer

[Signature] Dr. L. Reichen
RBS Asset Finance, Inc. Director
as Assignee

By: [Signature]
Name: Linda Simeone
Title: Vice-President

State of NEW YORK)
) ss.
County of NEW YORK)

On this 19th day of December, 2011, before me, Carroll Paes, the undersigned Notary Public, personally appeared Joseph F. Falcone III and Dan L. Rosenbaum personally known to me to be the person who executed the within Memorandum of Assignment and Assumption Agreement as Managing Director and Director, respectively, on behalf of Natixis Real Estate Holdings LLC, and acknowledged to me that the corporation executed it.


Notary Public for NEW YORK
My Commission expires 10/2/2015

CARROLL A. PAES
Notary Public, State of New York
No. 01PA6249073
Qualified in Kings County
Commission Expires 10/2/2015

State of Rhode Island)
) ss.
County of Kent)

On this 19th day of December, 2011, before me, Tina Costa, the undersigned Notary Public, personally appeared Linda Simeone personally known to me to be the person who executed the within instrument as Vice President on behalf of RBS Asset Finance, Inc., and acknowledged to me that the corporation executed it.

Tina Costa
Notary Public for Rhode Island
My Commission expires 6/29/15

